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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

BEST AVAILABLE COPY



OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

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SEC USE ONLY					
Prefix		Serial			
DATE RECEIVED					

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ([X] check if this is an a	mendment and	name has change	d, and indicate ch	nange.)	-
U-STORE-IT TRUST OFFERING OF COM	MON SHARES				
Filing Under (Check box(es) that apply):	[] Rule 504	[] Rule 505	[√] Rule 506	[]Section 4(6) []ULOE	
Type of Filing: [] New Filing		[<] Amendment		
	A. BASIC II	DENTIFICATIO	N DATA		
1. Enter the information requested about t	he issuer				
Name of Issuer ([] check if this is an amen U-Store-It Trust	dment and name	has changed, an	d indicate change	2.)	
Address of Executive Offices (Numb 6745 Engle Road, Suite 300, Middleb		ity, State, Zip Cod io 44130	e) Telephone I	Number (Including Area Code)	

Operations (Number a	and Street,	City, State, Zip Co	de) Telephone Number (Incl. Area Code)
real estate investment	trust focuse	ed on the ownersh	ip, operation, acquisition and development of
mited partnership		[X] other (please specify): real estate investment trust
mited partnership, to be	e formed		
Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction)			[X] Actual [] Estimated
	mited partnership mited partnership, to be acorporation or Service abbreviation for	mited partnership mited partnership, to be formed Month accorporation or [0][7] Service abbreviation for State:	mited partnership [X] other (mited partnership, to be formed Month Year ncorporation or [0][7] [0][4] Service abbreviation for State:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA
 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.
Check Box(es) that [] Promoter [X]Beneficial [X] Executive Officer [X]Trustee [] Manager Apply: Owner
Full Name (Last name first, if individual) Amsdell, Robert J.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o U-Store-It Trust, 6745 Engle Road, Suite 300, Middleburg Heights, Ohio 44130
Check Box(es) that [] Promoter [X] Beneficial Owner [] Executive [X] Trustee [] Manager Apply:
Full Name (Last name first, if individual) Amsdell, Barry
Business or Residence Address (Number and Street, City, State, Zip Code) c/o U-Store-It Trust, 6745 Engle Road, Suite 300, Middleburg Heights, Ohio 44130
Check Box(es) that [] Promoter [] Beneficial Owner [X] Executive [] Director [] General and/or Apply: Officer Managing Partner
Full Name (Last name first, if individual) Diefenderfer III, William M.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U-Store-It Trust, 6745 Engle Road, Suite 300, Middleburg Heights, Ohio 44130
Check Box(es) that [] Promoter [] Beneficial Owner [X] Executive [] Director [] General and/or Apply: Officer Managing Partner
Full Name (Last name first, if individual) Osgood, Steven G.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o U-Store-It Trust, 6745 Engle Road, Suite 300, Middleburg Heights, Ohio 44130
Check Box(es) that [] Promoter [X] Beneficial Owner [X] Executive [] Director [] General and/or Apply: Officer Managing Partner
Full Name (Last name first, if individual) Amsdell, Todd C.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o U-Store-It Trust, 6745 Engle Road, Suite 300, Middleburg Heights, Ohio 44130

		A. BASIC IDI	ENTIFICATION	DATA		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X]Trustee	[]	General and/or Managing Partner
Full Name (Last nam Commes, Thomas A.	e first, if individu	al)				
Business or Residenc c/o U-Store-It Trust,		(Number and St d, Suite 300, Middlebur	reet, City, State, Zi g Heights, Ohio 4			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last nam Towsley, Tedd D.	e first, if individu	aal)			_	
Business or Residenc c/o U-Store-It Trust,		(Number and St. d, Suite 300, Middlebur	reet, City, State, Zi			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X]Trustee	[]	General and/or Managing Partner
Full Name (Last nam Dannemiller, John C		al)				
Business or Residenc c/o U-Store-It, L.P.,		(Number and St 1, Suite 300, Middleburg	reet, City, State, Zi g Heights, Ohio 44	p Code) µ30		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X]Trustee	[]	General and/or Managing Partner
Full Name (Last nam Haller, Harold S.	e first, if individı	al)				
Business or Residenc c/o U-Store-It, L.P.,		Number and Street, City I, Suite 300, Middleburg		‡ 130		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X]Trustee	[]	General and/or Managing Partner
Full Name (Last nam LaRue, David J.	e first, if individu	ial)	· · · · · · · · · · · · · · · · · · ·			

					B. INFO	RMATI	ON ABO	UT OFF	FERING				
1. H	as the issu	ıer sold, o	or does th	ie issuer i	intend to	sell, to no	on-accred	ited inves	stors in th	nis offerin	ng?	Yes	No [X]
				Answe	er also in A	Appendix	k, Column	2, if filin	g under I	JLOE.		[]	[X]
2. W	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?												
3. D	Does the offering permit joint ownership of a single unit? Yes No												
in w bi or	directly, a ith sales o oker or d dealer. I	any comr of securiti ealer regi of more tl	nission o es in the istered wi han five (r similar offering. ith the SI (5) perso	ch person remuners If a perso EC and/on ns to be l on for tha	ation for n to be li with a s isted are	solicitati sted is an tate or sta associate	on of pur associate ates, list t ed persor	chasers in the derson the name and such	n connect or agent of the broken a broken	ly or ction of a oker er or	[X] NO	[]
Full N	ame (Last	t name fir	rst, if indi	vidual)									
Busine	ess or Res	idence A	ddress		(Numb	er and St	treet, City	, State, Z	ip Code)		 		
Name	of Associ	ated Brok	er or Dea	ıler									
					d or Inten						<u> </u>		
(Checl [AL]	c "All Stat [AK]	es" or che [AZ]	eck indivi [AR]	dual Stat. [CA]	es) [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[] A [HI]	ll States [ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]		
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]		
Full N	ame (Last	t name fii	st, if indi	vidual)							_		
Busine	ess or Res	idence Ac	ddress		(Numb	er and St	treet, City	, State, Z	ip Code)				
Name	of Associa	ated Brok	ter or Dea	ıler									
					d or Inten			asers			[] ^	ll States	
[AL]	(All Stat	es of the [AZ]	[AR]	CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	II States [ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "o" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [X] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		l Offering mount		ate Amount hased Shares
	Debt		0	of Furc	naseu Shares
		Φ		Φ	<u> </u>
	Equity:	\$ <u>137.19</u>	97,552	\$ <u>137,19</u>	7,552
	[X] 8,574,847 Common Shares of Beneficial Interest				
	[] Preferred Stock				
	Convertible Securities:	\$	0	\$	0
	Partnership Interests:	\$	0	\$	0
	Other (Specify).	\$	0	\$	0
	TotalAnswer also in Appendix, Column 3, if filing under ULOE.	\$ <u>137,19</u>	97,552	\$ <u>137,1</u>	97,552
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "o" if answer is "none" or "zero."	Ni	umber of		
		Pu	rchasers nvestors)		egate Dollar Amount
	Accredited Investors		5	\$137.1	97,552
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		00	\$	0
	Answer also in Appendix, Column 4, if filing under ULOE.				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Type of Type of offering **Amount Sold** Security N/A Rule 505 N/A Regulation A <u>N/A</u> <u>N/A</u> Rule 504 N/A N/A Total..... N/A N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees..... \$ 50,000 1 \$ Accounting Fees..... Engineering Fees Sales Commissions (specify finders' fees separately) []\$ 0 Other Expenses (identify) []\$ O Total [**√**] \$ 50,000 b. Enter the difference between the aggregate offering price given in response to There are no "net Part C- Question 1 and total expenses furnished in response to Part C proceeds" in an Question 4.a. This difference is the "adjusted gross proceeds to the issuer." exchange

Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers, Directors & Affiliates Others
Salaries and fees	[]\$ <u> o</u> []\$ <u> o</u>
Purchase of real estate	[]\$ <u> o</u> []\$ <u> o</u>
Purchase, rental or leasing and installation of machinery and equipment	[]\$ <u> </u>
Construction or leasing of plant buildings and facilities	[]\$ <u> </u>
Acquisition of real property, including rights, titles and interests	[/]\$ <u>137,197,552</u> []\$ <u> </u>
Repayment of indebtedness	[]\$ <u> </u>
Working capital	[]\$ <u> o []</u> \$ <u> o </u>
Other (specify):	[]\$ <u> </u>
Column Totals	[<]\$137.197.552 []\$ <u> </u>
Total Payments Listed (column totals added)	[/] \$137,197,552

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) U-Store-It Trust	Signature Ozgan	Date November 10,2004
	Title of Signer (Print or Type) President and Chief Financial Offic	cer

AT	TE	N	П	o	N

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)